

RECORDATION NO. 21677-Q
FILED

APR 21 '04 8-25 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 20, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of Bill of Sale and Partial Release, dated October 20, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease and Indenture (GARC II 98-C) previously filed with the Board under Recordation Number 21677.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/
Lessor:

GARC II 98-C Railcar Trust
c/o Wilmington Trust Company
1100 North Market
Wilmington, Delaware 19890

Indenture
Trustee:

U.S. Bank National Association
(successor to State Street Bank
and Trust Company)
One Federal Street
3rd Floor
Boston, MA 02110

Mr. Vernon A. Williams
April 20, 2004
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A description of the railroad equipment covered by the enclosed document
is:

One Railcar GATX 032379

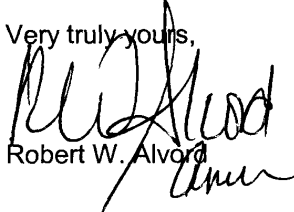
A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

APR 21 '04 8-25 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II 98-C (the "Lessor") under an Equipment Lease Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 032379 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: October 20, 2003

GARC II 98-C Railcar Trust

By: Wilmington Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: 
Title: Anita Roselli
Financial Services Officer

U.S. Bank National Association, as successor to
State Street Bank and Trust Company, as Indenture
Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II 98-C (the "Lessor") under an Equipment Lease Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 032379 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: October 20, 2003

GARC II 98-C Railcar Trust

By: Wilmington Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: _____
Title: _____

U.S. Bank National Association, as successor to
State Street Bank and Trust Company, as Indenture
Trustee

By: 
Title: VICE PRESIDENT

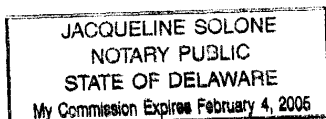
State of Delaware)
) SS:
County of New Castle)

On the 8 day of April, 2004, before me personally appeared Anita Roselli to me known, who being by me duly sworn, say that he/she is a Financial Services of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:



State of Massachusetts)
) SS:
County of Suffolk)

On the ___ day of _____, 2003, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2003, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the 20 day of November, 2003, before me personally appeared ALISON D.B. NADEAU to me known, who being by me duly sworn, says that he/she is a VICE PRESIDENT of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public



[Notarial Seal]

My commission expires:

Joshua W. Tripi
Notary Public
My Commission Expires February 7, 2005